

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On April 23, 2013, I caused to be served the document listed below (i) upon the party listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the party listed on Exhibit C hereto via facsimile, and (iv) upon the party listed on Exhibit D hereto via postage pre-paid U.S. mail:

Reorganized Debtors' Reply In Support of Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in United States District Court, Southern District of Indiana ERISA Claim Action; and (II) Directing James Sumpter to Dismiss Federal Court ERISA Action Against the Reorganized Debtors and the Reorganized Debtors' Life & Disability Benefits Program ("Reply in Support of Sumpter ERISA Injunction Motion") (Docket No. 22049) [a copy of which is attached hereto as Exhibit E]

Dated: April 26, 2013

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 26th day of April, 2013, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Lydia Pastor Nino

Commission Expires: 11/18/15

EXHIBIT A

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DPH Holdings Corp.
Special Parties

Company	Address1	City	State	Zip
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EXHIBIT B

Post-Emergence Master Service List

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EXHIBIT C

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EXHIBIT D

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EXHIBIT E

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	
)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,)	
)	Case No. 05-44481 (RDD)
)	Jointly Administered
Reorganized Debtors.)	

**REORGANIZED DEBTORS' REPLY IN SUPPORT OF MOTION
FOR ORDER (I) ENFORCING MODIFICATION PROCEDURES ORDER,
MODIFIED PLAN AND PLAN MODIFICATION ORDER INJUNCTION
AND THIRTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER
AGAINST JAMES SUMPTER, AS PLAINTIFF, IN UNITED STATES
DISTRICT COURT, SOUTHERN DISTRICT OF INDIANA ERISA CLAIM
ACTION; AND (II) DIRECTING JAMES SUMPTER TO DISMISS FEDERAL
COURT ERISA ACTION AGAINST THE REORGANIZED DEBTORS AND
THE REORGANIZED DEBTORS' LIFE & DISABILITY BENEFITS PROGRAM**

(“REPLY IN SUPPORT OF SUMPTER ERISA INJUNCTION MOTION”)

James Sumpter’s (“Mr. Sumpter”) action in the United States District Court for the Southern District of Indiana seeks an early life insurance payout. This is the same relief Mr. Sumpter sought in this Court, and his claim was disallowed and expunged in its entirety.¹ While

¹ The Life Insurance pay-out benefit was never offered under any of Delphi or DPH benefit plans. While the benefit was offered by Sumpter’s former employer, General Motors Corporation (“GM”), GM discontinued the benefit in or around 1994, years prior to Sumpter becoming disabled. Thus, to the extent Delphi may have paid out benefits to those individuals that had already vested under GM’s early payout

Mr. Sumpter nonetheless makes several arguments in response to DPH's Sumpter ERISA Injunction Motion, none of these arguments preclude this Court from enjoining Mr. Sumpter's U.S. District Court action.

1. As an initial matter, Mr. Sumpter wrongly claims that he was not served with notice of either the Reorganized Debtors' objection to his administrative claim or the "Claims Procedure Notice". *See Sumpter Response*, pg. 4. Mr. Sumpter is mistaken. He was served with the appropriate notices. It appears that Mr. Sumpter simply failed to understand the attachments to the applicable affidavits of service. Contrary to his assertion in his response, Mr. Sumpter does appear on "Exhibit E" to the affidavit of service for the Reorganized Debtors' Thirty-Seventh Omnibus Objection. Specifically, his name appears on the "Exhibit F Service List", which is included in Exhibit E of the *Affidavit of Service of the Reorganized Debtors' Thirty-Seventh Omnibus Objection (Docket No. 18997) (Exhibit 1)*. The "Exhibit F Service List" is also part of Exhibit D of the *Affidavit of Service of the Thirty-Seventh Omnibus Claims Objection Order (Docket No. 19155) (Exhibit 2)*. Further, Mr. Sumpter clearly had notice of the claims procedure process, as evidenced by his July 6, 2009 letter to Metropolitan Life Insurance Company, in which he states that "will be filing an administrative claim with the bankruptcy court (prior to July 15, 2009) for the \$97,788 permanent disability life insurance benefit" "in an effort to preserve [his] rights." This letter is attached to Mr. Sumpter's July 2009 administrative claim. *See Reorganized Debtors' Sumpter ERISA Injunction Motion (Docket No. 22040) at Exhibit 2*.

2. Second, the Reorganized Debtors' motion is not procedurally flawed. As this Court is well aware, a chapter 11 debtor is not required to file an adversary proceeding to enforce an existing injunction or order in a chapter 11 plan or otherwise, as is the case here. *See Fed. R.*

prior to the benefit's termination, Sumpter would not have qualified and, therefore was never eligible for the benefit.

Bankr. P. 7001(7); *In re Kalikow*, 602 F.3d 82, 93 (2d Cir. 2010) (“[T]he Enforcement Motion involved the enforcement of a pre-existing injunction, a consideration that permits the resolution of the motion as a contested matter rather than through an adversary proceeding”); *In re Continental Airlines, Inc.*, 236 B.R. 318, 327 (Bankr. D. Del. 1999) (“[O]n the basis of the plain language of Rule 7001(7), an adversary proceeding is not necessary where the relief sought is the enforcement of an injunction *previously obtained*, as in the case of enforcement of the discharge injunction.” (Emphasis in original)).

3. Mr. Sumpter’s disability life insurance claim was neither wrongly objected to nor wrongly expunged. Mr. Sumpter appears to argue that a claim for benefits could not be denied because this Court’s Final OPEB Termination Order (Docket No. 16448) provides that the Debtors “shall continue to provide befits for claims incurred by each Eligible Salaried Employee through the cessation date of such retiree’s participation...” Mr. Sumpter’s argument, however, puts the cart before the horse. He fails to understand that the employee must be eligible for a benefit for the provision to apply. Here, Mr. Sumpter’s claim was denied because he was not eligible for the benefit sought. The Reorganized Debtors therefore objected to Mr. Sumpter’s administrative claim because they were not liable for it, and this Court’s order then disallowed and expunged the claim because “the Debtors were not liable.” *See Thirty-Seventh Omnibus Claims Objection Order (Docket No. 19135)*. Moreover, the time to object or request for reconsideration of this Court’s *Thirty-Seventh Omnibus Claims Objection Order* expired years ago.

4. Each of the claims asserted in Mr. Sumpter’s new U.S. District Court action accrued prior to the Final Administrative Expense Bar Date, as discussed in detail in the Reorganized Debtor’s Sumpter ERISA Injunction Motion, pages 12-16, and each claim arose

from the same operative nucleus of fact. “[R]evisiting orders disallowing late-claims contradict[s] the doctrines of res judicata and the law of the case...” *In re Xpedior Inc.*, 354 B.R. 210, 227 (Bankr. N.D. Ill. 2006); *see also In re DPH Holdings Corp. v Sumpter*, 468 B.R. 603, 615 (Bankr. S.D.N.Y. 2012). “Res judicata bars the filing of a subsequent claim if the “earlier decision was (1) a final judgment on the merits, (2) by a court of competent jurisdiction, (3) in a case involving the same parties or their privies, and (4) involving the same cause of action.” *In re DPH Holdings Corp.*, 468 B.R. at 616. The doctrine of res judicata applies “not only as to what was pleaded [in the first action], but also what could have been pleaded.” *Cameron v. Church*, 253 F. Supp. 2d 611, 619 (S.D.N.Y. 2003). Res judicata bars cases that arise from the same “operative nucleus of fact.” *Id.*

5. Wherefore, the Reorganized Debtors request that this Court enter an order (a) enforcing the Modifications Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order against Mr. Sumpter; (b) directing Mr. Sumpter to dismiss the federal court action against the Reorganized Debtors and the DPH Holdings Corp. Life & Disability Plan for Salaried Employees; (c) awarding the Reorganized Debtors the costs and attorney’s fees they have been forced to expend in connection with this Motion and the district court action;² and granting the Reorganized Debtors such other and further relief to which they may be entitled.

² Prior to the filing of the Reorganized Debtors’ Sumpter ERISA Injunction Motion, the Reorganized Debtors requested that Mr. Sumpter withdraw his complaint in the United States District Court for the reasons stated in the motion. Mr. Sumpter refused to withdraw his complaint, thus necessitating the filing of the motion.

Dated: Detroit, Michigan
April 23, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
Thomas B. Radom
David J. DeVine
150 West Jefferson, Suite 100
Detroit, Michigan 48226
(313) 225-7000

Attorneys for Reorganized Debtors

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On or before October 16, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery; (ii) upon the parties listed on Exhibit B via email notification and (ii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit And OPEB Claims, And (VII) Duplicate Claims ("Thirty-Seventh Omnibus Claims Objection") (Docket No. 18984) [a copy of which is attached hereto as Exhibit D]

On October 16, 2009, I caused to be served the documents listed below upon the parties listed on Exhibit E hereto via postage pre-paid U.S. mail:

- 2) Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit And OPEB Claims, And (VII) Duplicate Claims ("Thirty-Seventh Omnibus Claims Objection") (without exhibits) (Docket No. 18984) [a copy of which is attached hereto as Exhibit D]
- 3) Personalized Notice of Objection to Claim (the "Personalized Notice") [a copy of the form of which is attached hereto as Exhibit F]. Each party's Personalized Notice was sent to the name and address listed in columns 1 and 2 of Exhibit E attached hereto. In addition, the chart provided on each



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party's Personalized Notice contained the information listed in columns 3 through 8 of Exhibit E attached hereto. The chart contained in the form of the Personalized Notice which is attached hereto as Exhibit F has been marked so as to demonstrate the manner in which the information listed in columns 3 through 8 of Exhibit E attached hereto was incorporated into each Personalized Notice.

- 4) Order Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 Establishing (I) Dates for Hearings Regarding Objections to Claims and (II) Certain Notices and Procedures Governing Objections to Claims ("Claim Objection Procedures Order") (Docket No. 6089) [a copy of which is attached hereto as Exhibit G]

Dated: October 21, 2009

/s/ Evan Gershbein

Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21st day of October, 2009, by Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

EXHIBIT E

Delphi Corporation
Thirty-Seventh Omnibus Claims Objection
Exhibit F Service List

1	2	3	4	5	6	7	8
Name	Address	Date Filed	Claim Number	Asserted Claim Amount	Basis For Objection	Treatment of Claim	Surviving Claim Number
James A Luecke	3845 W College Ave Milwaukee, WI 53221	6/30/09	17081	\$159,000.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James A Spencer	705 Hardwick Aurora, OH 44202	7/15/09	19014	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18620	\$97,788.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18621	\$62,524.08	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James D Newton Jr	5555 Widgeon Ct Dayton, OH 45424	6/26/09	16888	\$487,200.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James E Steffan	4902 Eastbrooke Pl Williamsville, NY 14221	7/13/09	18529	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James H Boardman	2714 Whitehouse Dr Kokomo, ID 46902	6/26/09	16873	\$33,320.52	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17117	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17118	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James T Carney	8004 Anderson Warren, OH 44484	7/2/09	17203	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	

EXHIBIT F

Exhibit 2

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On December 4, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims ("Thirty-Seventh Omnibus Claims Objection Order") (Docket No. 19135) [a copy of which is attached hereto as Exhibit C]

On December 4, 2009, I caused to be served the documents listed below upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 2) Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims ("Thirty-Seventh Omnibus Claims Objection Order") [without exhibits] (Docket No. 19135) [a copy of which is attached hereto as Exhibit C]
- 3) Personalized Notice Of Entry Of Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims Identified In The Thirty-Seventh Omnibus Claims Objection (the "Personalized Notice") [a copy of the form of which is attached hereto as Exhibit E]. Each party's Personalized Notice was sent to



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the name and address listed in columns 1 and 2 of Exhibit D attached hereto. In addition, the chart provided on each party's Personalized Notice contained the information listed in columns 3 through 8 of Exhibit D attached hereto. The chart contained in the form of the Personalized Notice which is attached hereto as Exhibit E has been marked so as to demonstrate the manner in which the information listed in columns 3 through 8 of Exhibit D attached hereto was incorporated into each Personalized Notice.

Dated: December 8, 2009

/s/ Evan Gershbein

Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 8th day of December, 2009, by Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

EXHIBIT D

Thirty-Seventh Omnibus Objection Order
Exhibit F Service List

1	2	3	4	5	6	7	8
Name	Address	Date Filed	Claim Number	Asserted Claim Amount	Basis For Objection	Treatment of Claim	Surviving Claim Number
Jack Gaston	5340 Pierce Rd Warren, OH 44481	7/13/09	18365	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James A Spencer	705 Hardwick Aurora, OH 44202	7/15/09	19014	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18620	\$97,788.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
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James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17118	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James T Carney	8004 Anderson Warren, OH 44484	7/2/09	17203	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
Jan A Sullivan	14152 Arcadian Cir Carmel, IN 46033	7/1/09	17185	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	

EXHIBIT E